

**BYLAWS
OF THE
WICKSFIELD HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is the Wicksfield Homeowners Association, Inc., hereinafter referred to as the "Corporation."

Meetings of Members and Directors may be held at such places within the State of Delaware, County of Kent, as may be designated by the Board of Directors.

The name and address of the Corporation's registered agent in the State of Delaware is as set forth in the Certificate of Incorporation.

**ARTICLE II
CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation and the year of its incorporation.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. First Meeting of the Members. The first meeting of the Members shall be called by the initial Executive Board of Directors and shall be for the purpose of, among other things, nominating and electing an Executive Board of Directors consisting of homeowners of the Wicksfield subdivision, located in Duck Creek Hundred, Kent County, State of Delaware. The initial Executive Board of Directors shall send each homeowner notice of the meeting no less than ten (10) days nor more than sixty (60) days before the meeting. The notice shall specify the place, day and hour of the meeting and shall state that the purpose of the meeting is to nominate and elect a new Executive Board of Directors. Nominations shall be accepted by the initial Executive Board of Directors in any form up to and until the time of the election. A list of nominations, including the offices that the nominee is nominated for, shall be prepared by the initial Executive Board of Directors. Elections shall be by written ballot, by plurality vote. The presence of Members or of proxies entitled to cast sixty percent (60%) of all of the votes of the membership shall constitute a quorum. If the required quorum is not present, another meeting may be called for a date not later than sixty (60) days following the preceding meeting, subject to the same notice requirement, and the required quorum at each subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 2. Annual Meeting. The members of the Corporation shall meet at least once per year (which shall be a period of twelve consecutive months), following the First

Meeting of the Members, at a time and place established by the Executive Board of Directors, for the purpose of nominating and electing an Executive Board of Directors, or replacements thereto, consisting of Members of the Corporation and conducting other business as it may properly come before the meeting. Nominations shall be by proxy received by the Executive Board of Directors prior to the election of the Directors. In addition to nominations received by proxy, nominations may be made at the meeting. A list of nominations, including the offices that the nominee is interested, shall be prepared by the Executive Board of Directors. The Executive Board of Directors shall oversee the election and a Director shall remain in office until a replacement is duly elected. Elections shall be by ballot, by plurality vote.

Section 3. Special meetings. Special meetings of the Members may be called at any time by the President and must be called on the request, in writing or by the vote of the majority, of the Directors, or, after the first meeting of the Members of the Corporation, at the request in writing of twenty percent (20%) or more of the membership of the Corporation.

Section 4. Notice of meetings. Except as otherwise noted herein, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, not less than ten (10) days nor more than sixty (60) days in advance of the meeting to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Corporation, or supplied by the Member to the Corporation for the purpose of notice. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. No change in the time or place of a meeting for the election of Directors, as fixed by these Bylaws, shall be made within ten (10) days before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each Member entitled to vote in person, or mailed to his or her last known post office address, at least ten (10) days before the election is held.

Section 5. List of Members. A complete list of Members entitled to vote, arranged in alphabetical order, shall be prepared by the Secretary and shall be open to the examination of any member at the principal office of the Corporation for at least ten (10) days prior thereto, and during the whole term of the election.

Section 6. Proxies. Each Member entitled to vote shall, at every meeting of the Members, be entitled to vote in person or by proxy, in writing and signed by him or her, but no proxy shall be voted after one (1) year from its date, unless it provides for a longer period. Every proxy shall be revocable and shall automatically cease upon conveyance of the Lot owned by the Member executing the proxy. Such right to vote shall be subject to the right of the Executive Board of Directors to close the transfer books or to fix a record date for voting Members as hereinafter provided and if the Directors shall not have exercised such right, no vote shall be cast at any election for Directors by anyone who shall have accepted membership in the Corporation within ten (10) days of such election. Only one (1) vote shall be cast with respect to each Lot in the Wicksfield subdivision. In

the event that Members, who hold title to any Lot either by the entireties, or as joint tenants, or as tenants in common, attempt to cast the vote for such Lot in conflicting ways, such vote shall be recorded as a fractional vote.

Section 7. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the total Members entitled to vote shall constitute a quorum (counting one member for each Lot regardless of the number of persons holding title to such Lot) for any action except as otherwise provided in the Certificate of Incorporation, the Declaration of Restrictions, or these Bylaws. If the required quorum is not present, another meeting may be called for a date not later than sixty (60) days following the preceding meeting, subject to the same notice requirement, and the required quorum at each subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

ARTICLE IV

EXECUTIVE BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The property and business of the Corporation shall be managed and controlled by its Executive Board of Directors, consisting of three (3) or more Directors, not to exceed seven (7). Except for the initial Executive Board of Directors, which shall be comprised of agents of the Declarant or any successor builder or developer of the Community, Directors must be Members of the Corporation.

Section 2. Election. At the meeting of the Members, as set forth above, the members shall elect the Directors for a one (1) year term. The Directors shall hold office until the next annual election and until their successors are duly elected and qualified.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining members of the Board, though less than a quorum, by majority vote, and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Corporation, however, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 5. Action taken without a meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V MEETING OF DIRECTORS

Section 1. Regular meetings. After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of officers, and the transaction of other business, at such place and time as shall be fixed by the Members at the annual meeting, and if a majority of the Directors be present at such place and time, no prior notice of such meeting shall be required to be given to the Directors. The place and time of such meeting may also be fixed by written consent of the Directors.

Section 2. Special meetings. Meetings of the Directors may be called by the President on five (5) days notice in writing or on two (2) days notice by telephone to each Director (personally speaking with each) and shall be called by the President in like manner on the written request of two (2) Directors. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Executive Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Community Facilities, including the Open Space, and the personal conduct of the Members and their guests, and to establish penalties for infractions;
- (b) Determine and collect the regular and special assessments (as defined in the Declaration of Covenants, Restrictions, Easements and Establishment of Homeowners Association for Wicksfield in Duck Creek Hundred, Kent County, Delaware (hereinafter, the "Declaration")) and exercise such other powers as provided therein;
- (c) Exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws, the Certificate of Incorporation, or the Declaration for Wicksfield;
- (d) Declare the office of a member of the Executive Board of Directors to be vacant in the event the member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) Employ a manager, an independent contractor, or other employees as they deem necessary, and to prescribe their duties; and
- (f) Close the membership rolls of the Corporation for a period not exceeding ten (10) days preceding the date of any meeting of Members.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement of its acts and corporate affairs to the Members at the annual meeting of the Members or at any special meeting when the statement is requested in writing by twenty percent (20%) of the membership of the Corporation;
- (b) Supervise all officers, agents and employees of the Corporation, and to see that their duties are properly performed;
- (c) As more fully provided here, and in Article IV of the Declaration, to:
 - (1) determine the amount of the annual assessment against each Lot for approval by majority vote of Corporation's Members at least thirty (30) days in advance of each annual assessment period; and
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- (d) Issue, upon demand by any person, an Estoppel Certificate, in the form attached as Exhibit B to the Declaration, setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. The charge is intended solely to offset the costs associated with the issuance of the certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Cause to be maintained adequate liability and hazard insurance on property owned by the Corporation;
- (f) Cause all officers, employees or independent contractors having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause all Community Facilities, including the Open Space and Storm Water System, to be maintained as required.

**ARTICLE VII
COMMITTEES**

The Executive Board of Directors may, by resolution or resolutions passed by a majority of the entire Board, designate such committees as it deems necessary or desirable, each such committee to consist of one (1) or more of the Directors of the Corporation and such Member(s) of the Corporation as are designated by the Board in

such resolution. Such committees shall meet at stated times or on notice to all by any of their own number. Each committee shall fix its own rules of procedure. A majority of the members of a committee shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case to carry a vote of the committee. Such committees shall have and may exercise the powers of the Board of Directors to the extent as provided in such resolution or resolutions.

ARTICLE VIII OFFICERS OF THE CORPORATION

The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary, Treasurer, and such other officers as may, from time to time, be chosen by the Executive Board of Directors. The President and Vice Presidents shall be chosen from among the Directors. The officers of the Corporation shall hold office until their successors are chosen and qualified in their stead. Any officer chosen or appointed by the Executive Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the entire Executive Board of Directors. If the office of any officer or officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Executive Board of Directors.

Section 1. Duties of the President. The President shall be the chief executive officer of the Corporation. It shall be the President's duty to preside at all meetings of the members and Directors; to have general and active management of the business and the Corporation; to see that all orders and resolutions of the Executive Board of Directors are carried into effect; to execute all agreements and other instruments in the name of the Corporation, and to affix the corporate seal thereto when authorized by the Executive Board of Directors.

The President shall have the general supervision and direction of the other officers of the Corporation and shall see that their duties are properly performed.

The President shall submit a report of the operations of the Corporation for the year to the Directors at their meeting next preceding the annual meeting of the Members and to the Members at their annual meeting.

The President shall be ex-officio a member of all committees and shall have the general duties and powers of supervision and management usually vested in the office of the President of a corporation.

Section 2. Vice President. The Vice President(s), in the order designated by the Executive Board of Directors, shall be vested with all powers and required to perform all the duties of the President in the event of the President's absence or disability and shall perform such other duties as may be prescribed by the Executive Board of Directors.

Section 3. President Pro Tem. In the absence or disability of the President and the Vice-Presidents, the Executive Board of Directors may appoint from their own number a president pro tem.

Section 4. Secretary. The Secretary shall attend all meetings of the Corporation, the Executive Board of Directors, and any committee meetings. The Secretary shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose, shall give proper notice of meetings of members and Directors, and shall perform such other duties as shall be assigned by the President or the Executive Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Executive Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the President and the Executive Board of Directors, whenever they may require it, an account of all of his or her transactions as Treasurer, and of the financial condition of the Corporation, and at the regular meeting of the Executive Board of Directors next preceding the annual Members' meeting, a like report for the preceding year.

The Treasurer shall keep an account of the Members of record in such manner and subject to such regulations as the Executive Board of Directors may prescribe.

The Treasurer shall give the Corporation a bond, if required by the Executive Board of Directors, in a sum and form, and with corporate security, satisfactory to the Executive Board of Directors for the faithful performance of the duties of the office and the restoration to the Corporation, in case of the Treasurer's death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession, belonging to the Corporation. Such bond and security shall, if required, be provided at the Corporation's expense.

The Treasurer shall perform such other duties as the Executive Board of Directors may from time to time prescribe or require.

Section 6. Delegation of duties. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by a majority of the Executive Board, the Executive Board of Directors may delegate that officer's powers or duties to any other officer or to any Director for the period of the absence or disability.

ARTICLE IX ASSESSMENTS

Section 1. Creation of the lien and personal obligation of assessments. By the acceptance of title to a Lot within the Community, as set forth in the Article IV of the Declaration for Wicksfield, each Member is deemed to covenant and agrees to pay to the Corporation:

- (a) Annual assessments or charges; and
- (b) Special assessments for capital improvements.

The annual and special assessments, together with interest and costs of collection, as provided below, shall be a charge on the land and shall be a continuing lien upon the property against which each assessment is made. Each assessment, together with interest, costs and reasonable attorney's fees, shall also be the personal obligation of the person who was the owner of the property at the time when the assessment fell due and shall not pass to successors in title unless expressly assumed by them.

Section 2. Purpose of assessments. The assessments levied by the Corporation shall be used for the purposes provided in Article IV of the Declaration, including, but not limited to, the maintenance of the Community Facilities, including the Open Space and the Storm Water System, in the Wicksfield subdivision and all improvements located thereon, and for any of the other purposes as set forth in these Bylaws, the Certificate of Incorporation or the Declaration for Wicksfield. Notwithstanding anything herein to the contrary, no such assessments may be assessed against or collected from any Lot owned by Pulte Home Corporation or any successor builder or developer of the Wicksfield subdivision.

Section 3. Initial assessment. Each homeowner shall be assessed an initial assessment, in an amount of **THREE HUNDRED DOLLARS AND NO CENTS (\$300.00)** (the "Initial Assessment"), at the time of closing on the purchase of their Lot. The Initial Assessment shall be for the sole purpose of capitalizing the Corporation. Pulte Home Corporation, or any successor builder or developer of the Community, shall segregate the Initial Assessments in an interest bearing escrow account for the sole benefit of the Corporation. The Initial Assessments, and any interest accrued thereon, shall be transferred to the Corporation upon the assumption of control of the Corporation by the homeowners in the Community, provided, however, that such transfer may not occur without the approval of the Kent County Department of Planning Services.

Section 3. Annual assessment. The Executive Board of Directors shall, at least thirty (30) days in advance of each annual assessment period, fix the annual assessment against each Member for such Member's Common Expense Liability in an amount equal to the amount of the Annual General Common Expense Budget divided by the number of memberships. Written notice of the adopted budgets and annual assessments shall be sent to every Member. Unless objection to any budget or annual assessment is made by

not less than fifty-one percent (51%) of the Members within thirty (30) days after the date of mailing such notice, the same shall be deemed adopted and shall be binding on all Members of the Corporation as provided in the Certificate of Incorporation, Bylaws and Declaration for Wicksfield. In the event the Executive Board of Directors shall fail to fix any annual assessments for any fiscal year, then each assessment established for the prior fiscal year shall be continued until such time as the Executive Board of Directors shall act.

Section 4. Special assessment/sinking funds for capital improvements. In addition to the annual assessments authorized above, the Corporation may levy in any calendar year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement involving the open space or common facilities. A special assessment, if necessary, shall be set by a two-thirds (2/3) vote of the Members who are voting in person or by proxy at a meeting duly called for this purpose. Notice and quorum requirements for such meetings are as provided in Section 4.6 of the Declaration.

In addition to the annual assessments or any special assessments which may be levied, the Executive Board of Directors may, if it deems appropriate, establish one or more sinking funds for the purpose of future maintenance, repair updating, or replacement of any of the Community Facilities, including the Open Space and the Storm Water System, or improvements located thereon.

Section 5. Uniform rate. Any annual assessments, special assessments, or assessments resulting from the imposition of one or more sinking funds must be fixed at a uniform rate for all Lots.

Section 6. Remedies for non-payment of assessments. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Corporation may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common area or abandonment of his or her lot.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all reasonable times, during reasonable business hours, be subject to inspection by any member. The Declaration for Wicksfield, the Certificate of Incorporation and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the

Corporation, where copies may be purchased at reasonable cost. Such cost is intended solely to offset expenses related to the production of the copies of said documents.

ARTICLE XI CORPORATION PAYMENTS

All checks, drafts or orders for the payment of money shall be signed by the President and the Treasurer or by such other officer or officers as the Members of the Corporation may approve.

ARTICLE XII MEMBERS OF RECORD

The Corporation shall be entitled to treat the title holder or holders of record of any Lot in the Wicksfield subdivision as Members in fact of the Corporation, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such Lot or memberships on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Delaware.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of April of each year.

ARTICLE XIV AMENDMENT

Section 1. Amendment. These Bylaws may be amended, altered, repealed or added to at any regular meeting of the Members or at any special meeting called for that purpose, by affirmative vote of seventy-five percent (75%) of the Members of the Corporation at any time after the first meeting of the Members of the Corporation following the election of the Executive Board of Directors comprised of homeowners. No such amendment shall be effective unless it has been reviewed and approved by the Kent County Department of Planning Services.

ARTICLE XV DEFINITIONS

The following definitions are applicable hereto:

1. "Corporation" shall mean and refer to the "Wicksfield Homeowners Association, Inc." its successors and assigns.
2. "Lot" shall mean and refer to each lot as shown on the Record Plat for the Wicksfield Subdivision.

3. "Member" shall mean and refer to every person or entity who holds membership in the Corporation.
4. "Owner" shall mean and refer to the record owner of a fee simple title to a Lot as shown on the said Plan of Wicksfield.
5. Any capitalized term not otherwise defined herein shall have the meaning ascribed to it by the Certificate of Incorporation or the Declaration for Wicksfield.

**ARTICLE XVI
INCORPORATED BY REFERENCE**

All of the terms, conditions, matters and information contained and more fully set forth in the Certificate of Incorporation and the Declaration for Wicksfield are incorporated by reference.

IN WITNESS WHEREOF, the undersigned, being the sole Directors of the Wicksfield Homeowners Association, Inc., have hereunto set their hands this ____ day of _____, 2005.

Witness:

Brian Jackson, Director

Lee Janezic, Director

Stephen Callaghan, Director

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of the Wicksfield Homeowners Association, Inc., a Delaware corporation, and that the foregoing Bylaws constitute the original Bylaws of said Corporation, as duly adopted at a meeting of the Executive Board of Directors thereof, held on the ____ day of _____, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this ____ day of _____, 2005.

By: _____
Stephen Callaghan, Secretary